

**BOARD OF TOWNSHIP TRUSTEES  
TOWNSHIP OF LIBERTY  
DELAWARE COUNTY, OHIO**

The Board of Township Trustees (the "Board") of the Township of Liberty, Delaware County, Ohio (the "Township") met in regular session on September 21, 2009, at 7:30 p.m., at the offices of the Board, 7761 Liberty Road, Powell, OH 43065, with the following members present:

Mr. Mann introduced the following resolution and moved its passage:

**RESOLUTION NO. 09-0921-03**

AUTHORIZING THE ISSUANCE OF NOTES IN THE AMOUNT OF NOT TO EXCEED \$430,000 FOR THE PURPOSE OF CURRENTLY REFUNDING A PORTION OF NOTES PREVIOUSLY ISSUED IN OCTOBER 2007 FOR THE PURPOSE OF ACQUIRING SUITABLE LANDS AND MATERIALS, INCLUDING LANDSCAPE PLANTING AND OTHER SITE IMPROVEMENT MATERIALS AND PLAYGROUND, ATHLETIC, AND RECREATIONAL EQUIPMENT AND APPARATUS, TO ESTABLISH A TOWNSHIP PARK

(R.C. 505.261)

WHEREAS, the Township issued its Park Improvement Notes, Series 2007, dated October 31, 2007, in the original principal amount of \$550,000 (the "Series 2007 Notes"); and

WHEREAS, in view of currently prevailing lower interest rates, this Board has determined that it is advisable and in the best interest of the Township to issue refunding notes of the Township to currently refund the \$430,000 in outstanding principal of the Series 2007 Notes (the "Refunded Notes"); and

WHEREAS, the Township Fiscal Officer (the "Township Fiscal Officer") of the Township has certified to this Board that the maximum maturity of notes herein authorized is eight (8) years; and

WHEREAS, it is now deemed necessary to issue and sell not to exceed \$430,000 of such notes under authority of the general laws of the State of Ohio, including Ohio Revised Code ("Revised Code") Section 505.261 and Revised Code Chapter 133, and in particular Section 133.34 thereof, for the purpose stated in the title of this Resolution;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF TOWNSHIP TRUSTEES, TOWNSHIP OF LIBERTY, DELAWARE COUNTY, OHIO, THAT:

Section 1. Pursuant to Revised Code Section 505.261, it is hereby declared necessary to issue notes of the Township in one or more series for the purpose described in the title of this Resolution (the "Notes") in the principal sum of not to exceed \$430,000, or such lesser amount as shall be determined by the Township Fiscal Officer and certified to this Board. The Notes shall be designated "Township of Liberty, Delaware County, Ohio Park Improvement Notes, Series 2009" or as otherwise designated by the Township Fiscal Officer.

Section 2. The Notes shall be issued in such denominations as shall be determined by the Township Fiscal Officer, but not exceeding the principal amount of Notes maturing on any one date, and may be issued as fully registered notes in book entry form only. The Notes shall be numbered consecutively from R-1 upward, as determined by the Township Fiscal Officer, and shall be dated the date determined by the Township Fiscal Officer and set forth in the Certificate of Fiscal Officer provided for in Section 3 below.

Section 3. The Township Fiscal Officer is hereby authorized and directed to execute on behalf of the Township a Certificate of Fiscal Officer Relating to Terms of Notes (the "Certificate of Fiscal Officer") setting forth the aggregate principal amount and the final terms of the Notes, which aggregate principal amount and terms, subject to the limitations set forth in this Resolution, shall be as determined by the Township Fiscal Officer. The Certificate of Fiscal Officer shall indicate the aggregate principal amount of the Notes, the dates on which interest on the Notes is to be paid (the "Interest Payment Dates"), the purchase price for the Notes (which shall be not less than 97% of the face value thereof), the maturity schedule for the Notes, the interest rates for the Notes (provided that the true interest cost for all Notes in the aggregate shall not exceed five per centum (5.00%) per annum), the optional and mandatory redemption provisions, if any, and such other terms not inconsistent with this Resolution as the Township Fiscal Officer shall deem appropriate.

Section 4. The Notes shall be issued with interest payable semiannually on each Interest Payment Date until the principal sum is paid or provision has been duly made therefor. Interest shall be calculated on the basis of a 360-day year of twelve 30-day months. The Notes shall be in the denominations of \$5,000 or any integral multiple thereof or such other denominations as may be authorized by the Township Fiscal Officer in the Certificate of Fiscal Officer.

Section 5. The Notes shall be subject to optional redemption prior to stated maturity as provided in the Certificate of Fiscal Officer. When partial redemption is authorized, the Note Registrar (as defined hereinbelow) shall select a Note or portions thereof in such manner as the Note Registrar may determine, provided, however, that the portion of any Note so selected shall be in the amount of \$5,000 or any integral multiple thereof.

The notice of the call for redemption of a Note shall identify (i) by designation, letters, numbers or other distinguishing marks, the Note or portions thereof to be redeemed, (ii) the redemption price to be paid, (iii) the date fixed for redemption, and (iv) the place or places where the amounts due upon redemption are payable. From and after the specified redemption date interest on the Note (or portions thereof) called for redemption shall cease to accrue. Such notice shall be sent by first class mail to each registered holder of the Note to be redeemed at the address shown in the Note Register (as defined hereinbelow). Failure to receive such notice of any defect therein shall not affect the validity of the proceedings for the redemption of any Note.

Section 6. The Notes shall express upon their faces the purpose for which they are issued and that they are issued pursuant to this Resolution, and the Notes shall be executed by not less than two members of this Board and by the Township Fiscal Officer in their official capacities, provided that any one or all of their signatures may be a facsimile. No Note shall be valid or become obligatory for any purpose or shall be entitled to any security or benefit under this Resolution unless and until a certificate of authentication, as printed on the Note, is signed by the Note Registrar as authenticating agent. Authentication by the Note Registrar shall be conclusive evidence that the Note so authenticated has been duly issued and delivered under this Resolution and is entitled to the security and benefit of this Resolution. The certificate of authentication may be signed by any officer or officers of the Note Registrar or by such other person acting as an agent of the Note Registrar as shall be approved by the Township Fiscal Officer on behalf of the Township. It shall not be necessary that the same authorized person sign the certificate of authentication on all of the Notes.

Section 7. The principal of and interest on the Notes shall be payable in lawful money of the United States of America without deduction for the services of the Note Registrar as paying agent. The principal of the Notes shall be payable upon presentation and surrender of the Notes at the principal office of the Note Registrar. Each Note shall bear interest from the later of the date thereof, or the most recent Interest Payment Date to which interest has been paid or duly provided for, unless the date of authentication of any Note is less than 15 days prior to an Interest Payment Date, in which case interest shall accrue from such Interest Payment Date. Interest on any Note shall be paid on each Interest Payment Date by check or draft mailed to the person in whose name the Note is registered, at the close of business on the 15th day next preceding that Interest Payment Date (the "Record Date") (unless such date falls on a non-business day, in which case the Record Date shall be the preceding business day), on the Note Register (as defined hereinbelow) at the address appearing therein.

Any interest on any Note which is payable, but is not punctually paid or provided for, on any Interest Payment Date (herein called "Defaulted Interest") shall forthwith cease to be payable to the registered owner on the relevant Record Date by virtue of having been such owner and such Defaulted Interest shall be paid to the registered owner in whose name the Note is registered at the close of business on a date (the "Special Record Date") to be fixed by the Note Registrar, such Special Record Date to be not more than 15 nor less than 10 days prior to the date of proposed payment. The Note Registrar shall cause notice of the proposed payment of such Defaulted Interest and the Special Record Date therefor to be mailed, first class postage prepaid, to each Noteholder, at such Noteholder's address as it appears in the Note Register, not less than 10 days prior to such Special Record Date, and may, in its discretion, cause a similar notice to be published once in a newspaper in each place where Notes are payable, but such publication shall not be a condition precedent to the establishment of such Special Record Date.

Subject to the foregoing provisions of this Section, each Note delivered by the Note Registrar upon transfer of or in exchange for or in lieu of any other Note shall carry the rights to interest accrued and unpaid, and to accrue, which were carried by such other Note.

Section 8. There shall be and is hereby levied annually on all the taxable property in the Township, in addition to all other taxes and inside the ten-mill limitation, a direct tax of not to exceed one-half of one mill (the "Debt Service Levy") for each year during which any of the Notes are outstanding, for the purpose of providing, and in an amount which is sufficient to provide, funds to pay interest upon the Notes as and when the same falls due and to provide a fund for the repayment of the principal of the Notes at maturity or upon redemption. The Debt Service Levy shall not be less than the interest and sinking fund tax required by Article XII, Section 11 of the Ohio Constitution.

Section 9. The Debt Service Levy shall be and is hereby ordered computed, certified, levied and extended upon the tax duplicate and collected by the same officers, in the same manner, and at the same time that taxes for general purposes for each of such years are certified, extended and collected. The Debt Service Levy shall be placed before and in preference to all other items and for the full amount thereof. The funds derived from the Debt Service Levy shall be placed in a separate and distinct fund, which shall be irrevocably pledged for the payment of the premium, if any, and interest on and principal of the Notes when and as the same fall due. Notwithstanding the foregoing, if the Township determines that funds will be available from other sources for the payment of the Notes in any year, the amount of the Debt Service Levy for such year shall be reduced by the amount of funds which will be so available, and the Township shall appropriate such funds to the payment of the Notes in accordance with law.

Section 10. The Notes shall be sold at private sale to The Delaware County Bank and Trust Company, Lewis Center, Ohio, or such other purchaser as the Township Fiscal Officer shall determine on behalf of this Board and designate in the Certificate of Fiscal Officer (the "Original Purchaser"), at the purchase price set forth in the Certificate of Fiscal Officer. The Township Fiscal Officer is hereby authorized and directed to deliver the Notes, when executed, to the Original Purchaser upon payment of the purchase price and accrued interest, if any, to the date of delivery. If a Note Purchase Agreement is required by the Original Purchaser or if the Township Fiscal Officer shall determine, on behalf of this Board, that it is advisable to enter into such an agreement, the President of this Board (the "Board President") and the Township Fiscal Officer, or either of them individually, are authorized to execute on behalf of the Board a Note Purchase Agreement with the Original Purchaser, setting forth the conditions under which the Notes are to be sold and delivered, which agreement shall be in such form, not inconsistent with the terms of this Resolution, as the Township Fiscal Officer shall determine.

The proceeds from the sale of the Notes, except the premium and accrued interest thereon, shall be used for the purpose aforesaid and for no other purpose. Any accrued interest received from such sale shall be transferred to the bond retirement fund to be applied to the payment of the principal of and interest on the Notes, or other obligations of the Township, as permitted by law. Any premium from the sale of the Notes shall be deposited into the fund or funds specified in the Certificate of Fiscal Officer and shall be used for the proper purposes of such fund or funds.

Section 11. The Township Fiscal Officer is hereby authorized and directed to serve as authenticating agent, note registrar, transfer agent, and paying agent for the Notes (the "Note Registrar"), or to execute on behalf of the Board a Note Registrar Agreement with such bank or other appropriate financial institution as shall be acceptable to the Township Fiscal Officer and the Original Purchaser, pursuant to which such bank or financial institution shall agree to serve as the Note Registrar for the Notes. If at any time the Note Registrar shall be unable or unwilling to serve as such, or the Township Fiscal Officer in such officer's discretion shall determine that it would be in the best interest of the Township for such functions to be performed by another party, the Township Fiscal Officer may, and is hereby authorized and directed to, enter into an agreement with a national banking association or other appropriate institution experienced in providing such services, to perform the services required of the Note Registrar hereunder. Each such successor Note Registrar shall promptly advise all noteholders of the change in identity and new address of the Note Registrar.

So long as any of the Notes remain outstanding, the Township shall cause to be maintained and kept by the Note Registrar, at the office of the Note Registrar, all books and records necessary for the registration, exchange and transfer of Notes as provided in this Section (the "Note Register"). The person in whose name any Note shall be registered on the Note Register shall be regarded as the absolute owner thereof for all purposes. Payment of or on account of the principal of and interest on any Note shall be made only to or upon the order of that person. Neither the Township nor the Note Registrar shall be

affected by any notice to the contrary, but the registration may be changed as herein provided. All payments shall be valid and effectual to satisfy and discharge the liability upon the Notes, including the interest thereon, to the extent of the amount or amounts so paid.

Any Note, upon presentation and surrender at the office of the Note Registrar, together with a request for exchange signed by the registered owner or by a person authorized by the owner to do so by a power of attorney in a form satisfactory to the Note Registrar, may be exchanged for Notes of the same form and of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Notes surrendered, and bearing interest at the same rate and maturing on the same date.

A Note may be transferred only on the Note Register upon presentation and surrender thereof at the office of the Note Registrar, together with an assignment executed by the registered owner or by a person authorized by the owner to do so by a power of attorney in a form satisfactory to the Note Registrar. Upon that transfer, the Note Registrar shall complete, authenticate and deliver a new Note or Notes of any authorized denomination or denominations equal in the aggregate to the unmatured principal amount of the Notes surrendered, and bearing interest at the same rate and maturing on the same date.

The Township and the Note Registrar shall not be required to transfer or exchange (i) any Note during a period beginning at the opening of business fifteen (15) days before the day of mailing of a notice of redemption of Notes, and ending at the close of business on the day of such mailing, or (ii) any Notes selected for redemption, in whole or in part, following the date of such mailing.

In all cases in which Notes are exchanged or transferred hereunder, the Township shall cause to be executed and the Note Registrar shall authenticate and deliver Notes in accordance with the provisions of this Resolution. The exchange or transfer shall be without charge to the owner; except that the Township and Note Registrar may make a charge sufficient to reimburse them for any tax or other governmental charge required to be paid with respect to the exchange or transfer. The Township or the Note Registrar may require that those charges, if any, be paid before it begins the procedure for the exchange or transfer of the Notes. All Notes issued upon any transfer or exchange shall be the valid obligations of the Township, evidencing the same debt, and entitled to the same benefits under this Resolution, as the Notes surrendered upon that transfer or exchange.

Section 12. For purposes of this Resolution, the following terms shall have the following meanings:

"Book entry form" or "book entry system" means a form or system under which (i) the beneficial right to payment of principal of and interest on the Notes may be transferred only through a book entry and (ii) physical Notes in fully registered form are issued only to a Depository or its nominee as registered owner, with the Notes "immobilized" in the custody of the Depository, and the book entry is the record that identifies the owners of beneficial interests in those Notes.

"Depository" means any securities depository that is a clearing agency under federal law operating and maintaining, together with its participants, a book entry system to record beneficial ownership of Notes and to effect transfers of Notes in book entry form, and includes The Depository Trust Company (a limited purpose trust company), New York, New York.

All or any portion of the Notes may be initially issued to a Depository for use in a book entry system, and the provisions of this Section shall apply, notwithstanding any other provision of this Resolution: (i) there shall be a single Note of each maturity; (ii) those Notes shall be registered in the name of the Depository or its nominee, as registered owner, and immobilized in the custody of the Depository;

(iii) the beneficial owners in book entry form shall have no right to receive Notes in the form of physical securities or certificates; (iv) ownership of beneficial interests in any Notes in book entry form shall be shown by book entry on the system maintained and operated by the Depository, and transfers of the ownership of beneficial interests shall be made only by the Depository and by book entry; and (v) the Notes as such shall not be transferable or exchangeable, except for transfer to another Depository or to another nominee of a Depository, without further action by the Township. Note service charges on Notes in book entry form registered in the name of a Depository or its nominee shall be payable in same day funds delivered to the Depository or its authorized representative (i) in the case of interest, on each Interest Payment Date, and (ii) in all other cases, upon presentation and surrender of Notes as provided in this Resolution.

The Note Registrar may, with the approval of the Township (if the Note Registrar is not the Township Fiscal Officer), enter into an agreement with the beneficial owner or registered owner of any Note in the custody of a Depository providing for making all payments to that owner of principal and interest on that Note or any portion thereof (other than any payment of the entire unpaid principal amount thereof) at a place and in a manner (including wire transfer of federal funds) other than as provided above in this Resolution, without prior presentation or surrender of the Note, upon any conditions which shall be satisfactory to the Note Registrar and the Township. That payment in any event shall be made to the person who is the registered owner of that Note on the date that principal is due, or, with respect to the payment of interest, as of the applicable date agreed upon as the case may be. The Note Registrar shall furnish a copy of each of those agreements, certified to be correct by the Note Registrar, to other paying agents for Notes and to the Township. Any payment of principal or interest pursuant to such an agreement shall constitute payment thereof pursuant to, and for all purposes of, this Resolution.

If requested, the Township Fiscal Officer is authorized and directed to execute, acknowledge and deliver, in the name of and on behalf of the Township, a letter agreement among the Township, the Note Registrar and The Depository Trust Company, as depository, to be delivered in connection with the issuance of the Notes to the Depository for use in a book entry system in substantially the form submitted to the Board.

If any Depository determines not to continue to act as the Depository for the Notes for use in a book entry system, the Township and the Note Registrar may attempt to establish a securities depository/book entry relationship with another qualified Depository under this Resolution. If the Township and the Note Registrar do not or are unable to do so, the Township and the Note Registrar, after the Note Registrar has made provision for notification of the beneficial owners by the then Depository, shall permit withdrawal of the Notes from the Depository and authenticate and deliver Note certificates in fully registered form to the assigns of the Depository or its nominee, all at the cost and expense (including costs of printing definitive Notes), if the event is not the result of action or inaction by the Township or the Note Registrar, of those persons requesting such issuance.

Section 13. The Board hereby covenants that it shall comply with the requirements of all existing and future laws which must be satisfied in order that interest on the Notes is and will continue to be excluded from gross income for federal income tax purposes, including without limitation restrictions on the use of the property financed with the proceeds of the Notes so that the Notes will not constitute "private activity bonds" within the meaning of Section 141 of the Internal Revenue Code of 1986, as amended (the "Code"). The Township further covenants that it shall restrict the use of the proceeds of the Notes in such manner and to such extent, if any, as may be necessary, after taking into account reasonable expectations at the time the Notes are issued, so that they will not constitute arbitrage bonds under Section 148 of the Code and the regulations prescribed thereunder (the "Regulations").

The Township Fiscal Officer, or any other officer of this Board, is hereby authorized and directed (a) to make or effect any election, selection, designation, choice, consent, approval or waiver on behalf of the Board with respect to the Notes as permitted or required to be made or given under the federal income tax laws, for the purpose of assuring, enhancing or protecting favorable tax treatment or the status of the Notes or interest thereon or assisting compliance with requirements for that purpose, reducing the burden or expense of such compliance, reducing any rebate amount or any payment of penalties, or making any payments of special amounts in lieu of making computations to determine, or paying, any excess earnings as rebate, or obviating those amounts or payments, as determined by the Township Fiscal Officer, which action shall be in writing and signed by the Township Fiscal Officer, or any other officer of this Board, on behalf of the Board; (b) to take any and all actions, make or obtain calculations, and make or give reports, covenants and certifications of and on behalf of the Township, as may be appropriate to assure the exclusion of interest from gross income and the intended tax status of the Notes; and (c) to give an appropriate certificate on behalf of the Board, for inclusion in the transcript of proceedings, setting forth the facts, estimates and circumstances, and reasonable expectations of the Board pertaining to Section 148 and the Regulations, and the representations, warranties and covenants of the Board regarding compliance by the Board with Sections 141 through 150 of the Code and the Regulations.

The Township Fiscal Officer shall keep and maintain adequate records pertaining to investment of all proceeds of the Notes sufficient to permit, to the maximum extent possible and presently foreseeable, the Township to comply with any federal law or regulation now or hereafter having applicability to the Notes which limits the amount of Note proceeds which may be invested on an unrestricted yield or requires the Township to rebate arbitrage profits to the United States Department of the Treasury. The Township Fiscal Officer is hereby authorized and directed to file such reports with, and rebate arbitrage profits to, the United States Department of the Treasury, to the extent that any federal law or regulation having applicability to the Notes requires any such reports or rebates.

Section 14. The officer having charge of the minutes of the Board and any other officers of the Board and the Township Fiscal Officer, or any of them individually, are hereby authorized and directed to prepare and certify a true transcript of proceedings pertaining to the Notes and to furnish a copy of such transcript to the Original Purchaser. Such transcript shall include certified copies of all proceedings and records of the Board relating to the power and authority of the Township to issue the Notes and certificates as to matters within their knowledge or as shown by the books and records under their custody and control, including but not limited to a general certificate of the Township Fiscal Officer and a no-litigation certificate of the Board President and the Township Fiscal Officer, and such certified copies and certificates shall be deemed representations of the Township as to the facts stated therein.

Section 15. It is hereby found and determined that all acts, conditions and things necessary to be done precedent to and in the issuing of the Notes in order to make them legal, valid and binding obligations of the Township have happened, been done and been performed in regular and due form as required by law; that the full faith, credit and revenue of the Township are hereby irrevocably pledged for the prompt payment of the principal and interest thereof at maturity; and that no limitation of indebtedness or taxation, either statutory or constitutional, has been exceeded in issuing the Notes.

Section 16. It is hereby found and determined that all formal actions of this Board concerning and relating to the passage of this Resolution were taken in an open meeting of the Board, and that all deliberations of this Board and of any of its committees that resulted in such formal action were in meetings open to the public in compliance with all legal requirements, including Revised Code Section 121.22.

Section 17. The Township Fiscal Officer is hereby directed to forward a certified copy of this Resolution to the County Auditor of Delaware County, Ohio.

Mr. Sybert seconded the motion and, after discussion, a roll call vote was taken and the results were:

Ayes: 2

Nays: 0

Passed: September 21, 2009

BOARD OF TOWNSHIP TRUSTEES  
TOWNSHIP OF LIBERTY  
DELAWARE COUNTY, OHIO

Attest: M. A. [Signature]  
Township Fiscal Officer

[Signature]  
Township Trustee

[Signature]  
Township Trustee

\_\_\_\_\_  
Township Trustee

CERTIFICATE

The undersigned Township Fiscal Officer of the Board of Township Trustees of the Township of Liberty, Delaware County, Ohio hereby certifies that the foregoing is a true copy of a resolution duly passed by the Board of Township Trustees of said Township on September 21, 2009 and that a true copy thereof was certified to the County Auditor of Delaware County, Ohio.

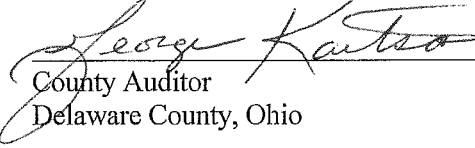
\_\_\_\_\_  
Township Fiscal Officer  
Township of Liberty  
Delaware County, Ohio

RECEIPT OF COUNTY AUDITOR FOR  
LEGISLATION PROVIDING  
FOR THE ISSUANCE OF  
GENERAL OBLIGATION NOTES

I, George Kaitsa, the duly elected, qualified, and acting County Auditor in and for Delaware County, Ohio, hereby certify that a certified copy of a resolution duly passed by the Board of Township Trustees of the Township of Liberty (the "Township"), Delaware County, Ohio on September 21, 2009, providing for the issuance of general obligation notes designated "Township of Liberty, Delaware County, Ohio Park Improvement Notes, Series 2009," in the amount of not to exceed \$430,000, was filed in this office on September 25, 2009.

WITNESS my hand and official seal at Delaware, Ohio this September 25, 2009.

[SEAL]

  
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County Auditor  
Delaware County, Ohio